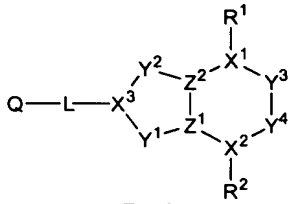
Listing of claims:

1-20. (Cancelled).

21. (Currently amended) A compound having the formula (**Ia.1**):



Ia.1

or a pharmaceutically acceptable salt, hydrate, solvate or prodrug thereof, wherein

R^1 is selected from the group consisting of $-C(O)NR^{1a}R^{1b}$, $-C(O)R^{1a}$, -CH(=NOH), $-N(R^{1b})C(O)R^{1a}$, $-SO_2NR^{1a}R^{1b}$, $-SO_2R^{1a}$, $-C(O)N(R^{1a})OR^{1b}$, $-(C_1\text{-}C_4)$alkylene-$N(R^{1b})C(O)R^{1a}$, and $-(C_1\text{-}C_4)$alkylene-$C(O)NR^{1a}R^{1b}$ ~~and heteroaryl~~; wherein R^{1a} and R^{1b} are selected from hydrogen, $(C_1\text{-}C_6)$alkyl, $(C_2\text{-}C_4)$alkenyl, $(C_2\text{-}C_6)$heteroalkyl, hydroxy$(C_1\text{-}C_4)$alkyl, fluoro$(C_1\text{-}C_4)$alkyl, cyano$(C_1\text{-}C_4)$alkyl, cyclo$(C_3\text{-}C_8)$alkyl, mono- or di-hydroxycyclo$(C_3\text{-}C_8)$alkyl~~, heterocyclo$(C_3\text{-}C_8)$alkyl, heterocyclo$(C_3\text{-}C_8)$alkyl-$(C_1\text{-}C_4)$alkyl; and optionally, R^{1a} is attached to an adjacent ring member of W relative to the point of attachment of R^1 to form an additional 5- or 6-membered fused ring, or R^{1a} and R^{1b} are combined with their intervening atoms to form a 3-, 4-, 5- or 6-membered ring~~;

R^2 is selected from the group consisting of $-NR^{2a}R^{2b}$ and –OH; wherein R^{2a} and R^{2b} are selected from hydrogen, $(C_1\text{-}C_6)$alkyl, $(C_2\text{-}C_4)$alkenyl, $(C_2\text{-}C_6)$heteroalkyl, mono- or di-hydroxy$(C_1\text{-}C_4)$alkyl, fluoro$(C_1\text{-}C_4)$alkyl, cyano$(C_1\text{-}C_4)$alkyl, cyclo$(C_3\text{-}C_8)$alkyl, mono- or di-hydroxycyclo$(C_3\text{-}C_8)$alkyl, ~~heterocyclo$(C_3\text{-}C_8)$alkyl, heterocyclo$(C_3\text{-}C_8)$alkyl-$(C_1\text{-}C_4)$alkyl,~~ aryl, aryl$(C_1\text{-}C_4)$alkyl, ~~heteroaryl, heteroaryl$(C_1\text{-}C_4)$alkyl,~~ $-C(O)$-$(C_1\text{-}C_4)$alkyl, $-C(O)$-$(C_1\text{-}C_4)$alkoxy, ~~$-C(O)$-heterocyclo$(C_3\text{-}C_8)$alkyl~~ and C(O)-fluoro$(C_1\text{-}C_4)$alkyl; ~~and optionally, R^{2a} and R^{2b} may be combined with the nitrogen atom to which each is attached to form a 5-, 6- or 7-membered ring containing from 1-3 heteroatoms selected from N, O and S;~~

L is ~~a divalent linkage selected from the group consisting of~~ a single bond~~, $(C_1\text{-}C_4)$alkylene, $-C(O)-$, $-C(O)N(R^3)-$, $-SO_2N(R^3)-$, $-C(R^3)=C(R^4)-$, $-O-$, $-S-$ and $-N(R^3)-$; wherein R^3 and R^4 are independently selected from the group consisting of hydrogen, $(C_1\text{-}C_6)$alkyl, cyclo$(C_3\text{-}C_8)$alkyl, aryl, aryl$(C_1\text{-}C_4)$alkyl,~~

~~hetero(C_1-C_6)alkyl, heterocyclo(C_5-C_8)alkyl, heteroaryl, heteroaryl(C_1-C_4)alkyl and arylhetero(C_1-C_4)alkyl~~;

Q is selected from the group consisting of ~~(C_2-C_6)alkenyl, (C_2-C_6)alkynyl, (C_1-C_6)alkoxy, halogen, aryl, aryl(C_1-C_4)alkyl, heteroaryl, cyclo(C_3-C_8)alkyl, cyclo(C_5-C_8)alkenyl and heterocyclo(C_3-C_8)alkyl,~~ furyl, thienyl, thiazolyl, isothiazolyl, triazolyl, imidazolyl, oxazolyl, isoxazolyl, pyrrolyl, pyrazolyl, benzofuryl, tetrahydrobenzofuryl, isobenzofuryl, benzthiazolyl, benzoisothiazolyl, benzotriazolyl, indolyl, isoindolyl, benzoxazolyl, benzimidazolyl, benzisoxazolyl and benzothienyl, wherein each of the moieties is optionally further substituted;

X^1, X^2 and X^3 are independently selected from the group consisting of =C–~~,~~ and –CH– ~~and =N–~~;

Y^1~~, Y^2,~~ and Y^3 ~~and Y^4~~ are independently selected from the group consisting of $=C(R^{5a})-$, $-C(R^5)(R^6)-$, ~~=C(O)–, =N–, –N(R^5)–, –O– and –S(O)$_m$–~~;

Y^2 is $-S(O)_m-$;

Y^4 is =N– or $-N(R^5)-$;

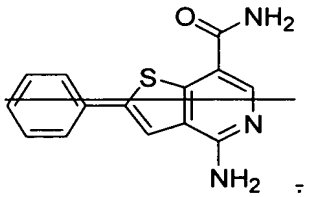
Z^1 and Z^2 are ~~independently~~ CH or ~~N~~ =C-;

each ~~R^3, R^4,~~ R^5 and R^6 is independently selected from the group consisting of hydrogen, (C_1-C_6)alkyl, cyclo(C_3-C_8)alkyl, aryl, aryl(C_1-C_4)alkyl, hetero(C_1-C_6)alkyl, ~~heterocyclo(C_5-C_8)alkyl, heteroaryl, heteroaryl(C_1-C_4)alkyl~~ and arylhetero(C_1-C_4)alkyl;

each R^{5a} is independently selected from the group consisting of hydrogen, halogen, (C_1-C_6)alkyl, cyclo(C_3-C_8)alkyl, aryl, aryl(C_1-C_4)alkyl, hetero(C_1-C_6)alkyl, ~~heterocyclo(C_5-C_8)alkyl, heteroaryl, heteroaryl(C_1-C_4)alkyl~~ and arylhetero(C_1-C_4)alkyl; and

the subscript m is ~~an integer of from~~ 0 ~~to 2;~~

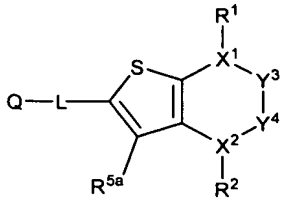
~~with the proviso that said compound is other than~~



22-23. (Cancelled)

24. (Currently amended) The compound of Claim 21, wherein R^1 is selected from the group consisting of $-C(O)NR^{1a}R^{1b}$, $-SO_2NR^{1a}R^{1b}$, $-SO_2R^{1a}$, and $-C(O)R^{1a}$~~, imidazolyl, pyrazolyl, tetrazolyl, oxazolyl, thiazolyl, thienyl and pyridyl~~.

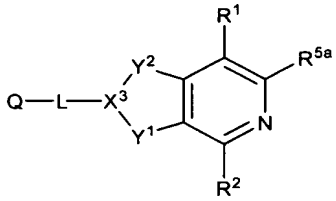
25. (Original) The compound of Claim 21, having the formula (**III**):



III.

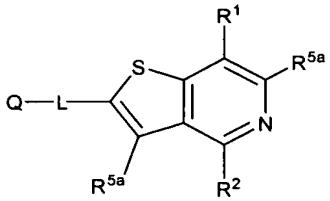
26. (Cancelled).

27. (Original) The compound of Claim 21, having the formula (**V**):



V.

28. (Currently amended) The compound of Claim 21, having the formula (**VI**):



VI

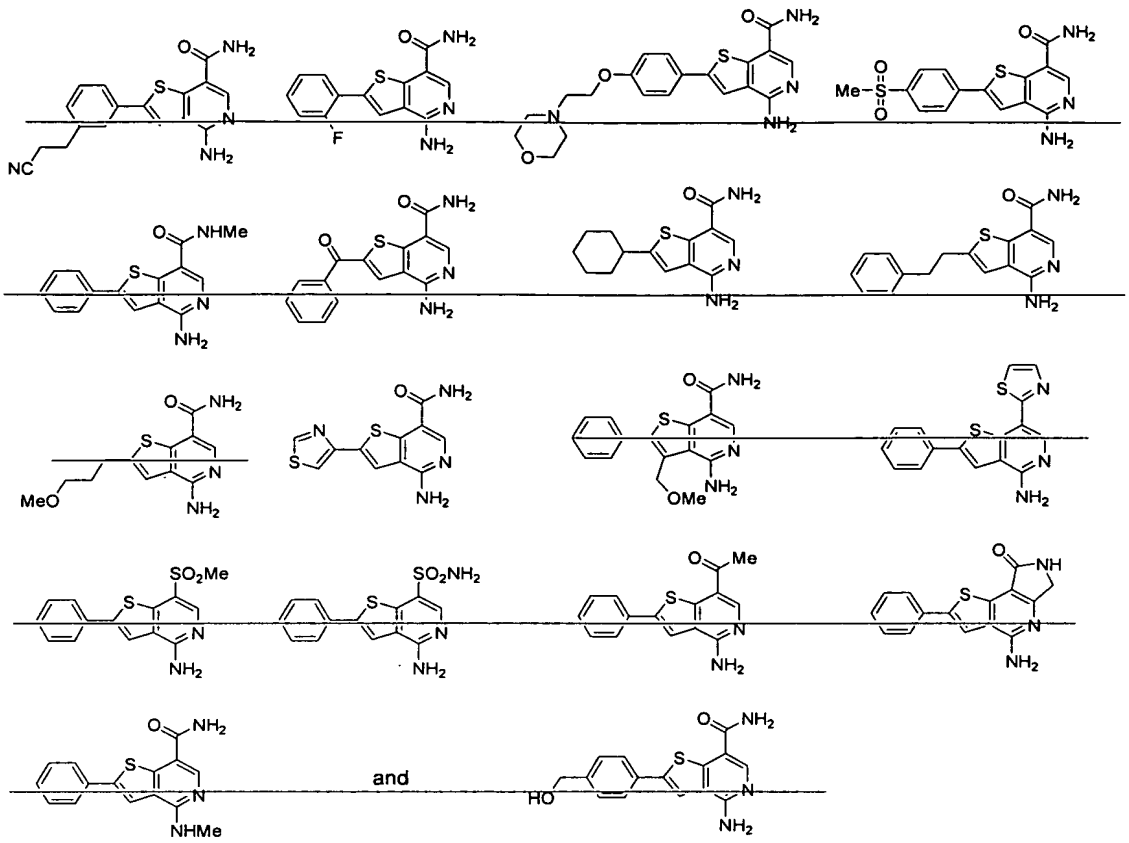
wherein each R^{5a} is independently from the group consisting of hydrogen, halogen, $(C_1$-$C_6)$alkyl, cyclo$(C_3$-$C_8)$alkyl, aryl, aryl$(C_1$-$C_4)$alkyl, hetero$(C_1$-$C_6)$alkyl, ~~heterocyclo$(C_5$-$C_8)$alkyl, heteroaryl, heteroaryl$(C_1$-$C_4)$alkyl~~ and arylhetero$(C_1$-$C_4)$alkyl.

29. (Original) The compound of Claim 28, wherein R^2 is $-NHR^{2b}$.

30. (Currently amended) The compound of Claim 28, wherein R^1 is selected from the group consisting of $-C(O)NHR^{1a}$, $-SO_2NHR^{1a}$, $-SO_2R^{1a}$~~, heteroaryl~~ and $-C(O)CH_3$ and R^2 is $-NHR^{2b}$.

31. (Currently amended) The compound of Claim 28, wherein R^1 is selected from the group consisting of $-C(O)NHR^{1a}$, $-SO_2NHR^{1a}$, $-SO_2R^{1a}$~~, heteroaryl~~ and $-C(O)CH_3$, R^2 is $-NHR^{2b}$ and each R^{5a} is hydrogen.

32. (Currently amended) The compound of Claim 31, ~~selected from the group consisting of~~ wherein the compound is:



33-34. (Cancelled).

35. (Currently amended) A pharmaceutical composition comprising a pharmaceutically acceptable carrier, excipient or diluent and a compound of ~~Claim 1~~ Claim 21.

36. (Withdrawn - currently amended) A method for treating or preventing an inflammatory, metabolic, infectious, cell proliferative or immune disease or condition, said method comprising administering to a subject in need thereof a therapeutically effective amount of a compound of ~~Claim 1~~ Claim 21.

37. (Withdrawn) A method in accordance with Claim 36, wherein said inflammatory, metabolic, infectious, cell proliferative or immune disease or condition is selected from the group consisting of rheumatoid arthritis, inflammatory bowel disease, psoriasis, cancer, diabetes, septic shock, asthma, allergic disease, multiple sclerosis and graft rejection.

38. (Withdrawn) A method in accordance with Claim 36, wherein said compound is administered orally, topically, intravenously or intramuscularly.

39. (Withdrawn) A method in accordance with Claim 36, wherein said compound is administered in combination with a second therapeutic agent selected from the group consisting of prednisone, dexamethasone, beclomethasone, methylprednisone, betamethasone, hydrocortisone, methotrexate, cyclosporin, rapamycin, tacrolimus, an antihistamine, a TNF antibody, an IL-1 antibody, a soluble TNF receptor, a soluble IL-1 receptor, a TNF or IL-1 receptor antagonist, a non-steroidal antiinflammatory agent, a COX-2 inhibitor, an antidiabetic agent, an anticancer agent, hydroxycloroquine, D-penicillamine, infliximab, etanercept, auranofin, aurothioglucose, sulfasalazine, sulfasalazine analogs, mesalamine, corticosteroids, corticosteroid analogs, 6-mercaptopurine, interferon β-1β, interferon β-1α, azathioprine, glatiramer acetate, a glucocorticoid and cyclophosphamide.

40. (Withdrawn - currently amended) A method for treating or preventing a disease or condition responsive to IKK modulation, comprising administering to a subject in need thereof a therapeutically effective amount of a compound of ~~Claim 1~~ Claim 21.

41. (Withdrawn - currently amended) A method for treating or preventing a disease or condition mediated by IKK, comprising administering to a subject in need thereof a therapeutically effective amount of a compound of ~~Claim 1~~ Claim 21.

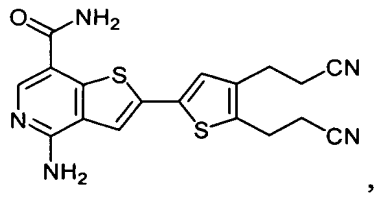
42. (Withdrawn - currently amended) A method for modulating IKK, comprising contacting a cell with a compound of ~~Claim 1~~ Claim 21.

43. (Withdrawn) The method of Claim 42, wherein said compound inhibits IKK.

44. (Withdrawn) The method of Claim 42, wherein said compound inhibits IKKβ.

45. (Withdrawn) The method of Claim 42, wherein said compound inhibits IKKβ and IKKα.

46. (New) A compound of claim 21, wherein the compound is selected from:



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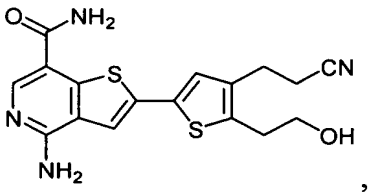

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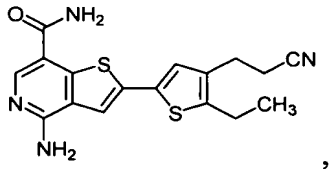

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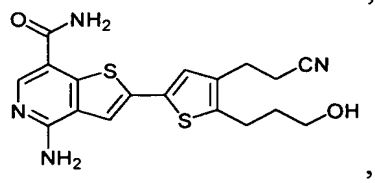

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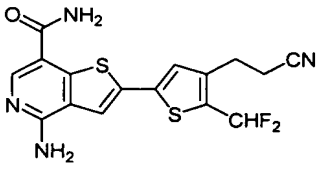

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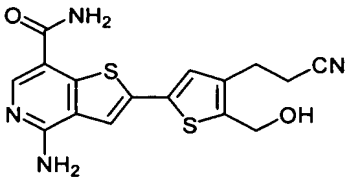

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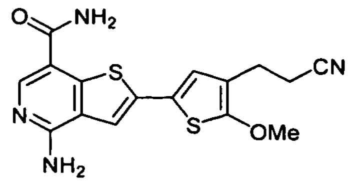
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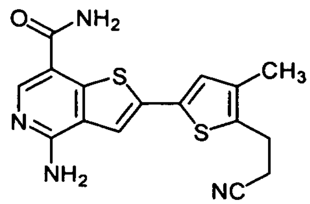
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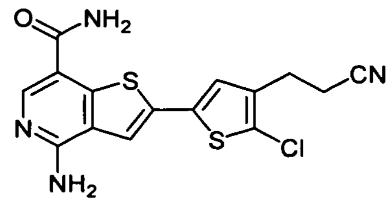
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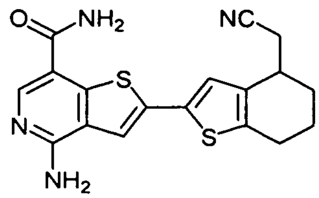
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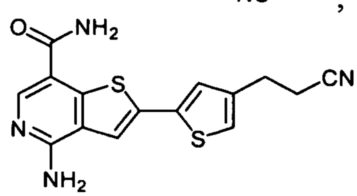
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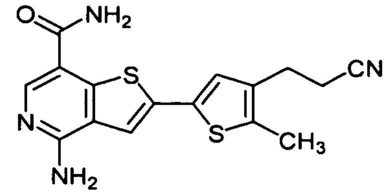
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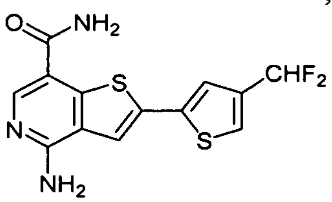
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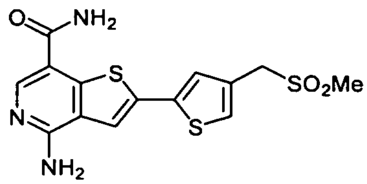
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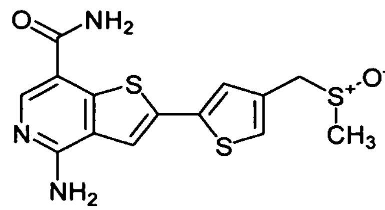
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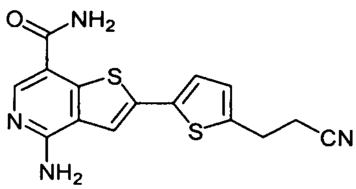
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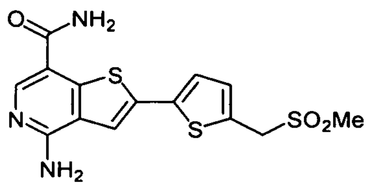
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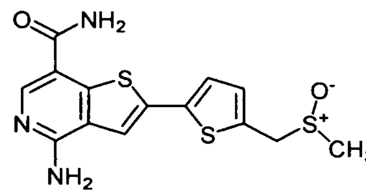
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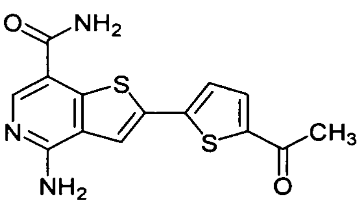
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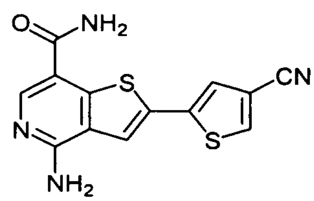
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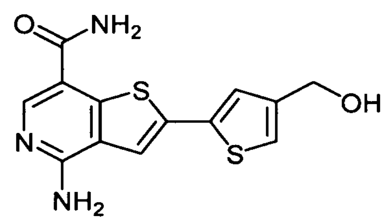
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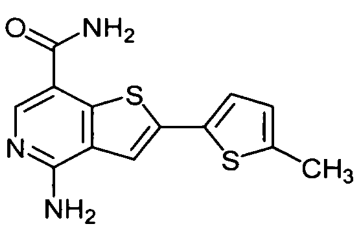
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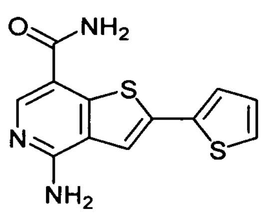
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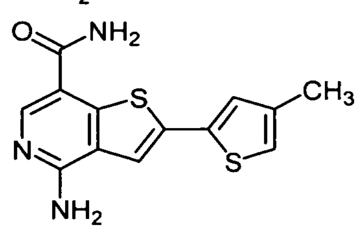
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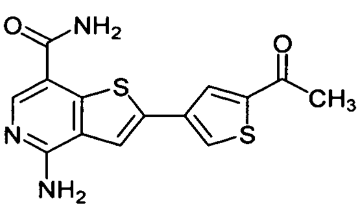
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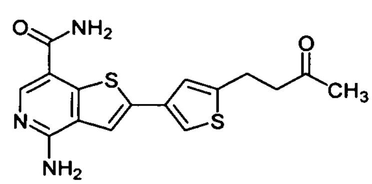
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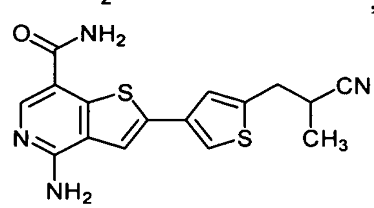
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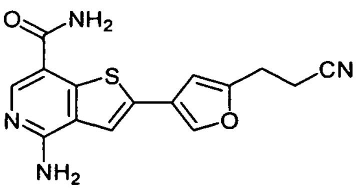
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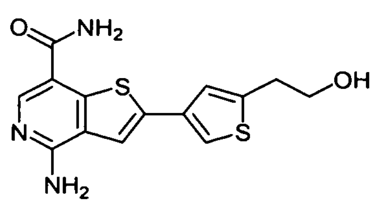
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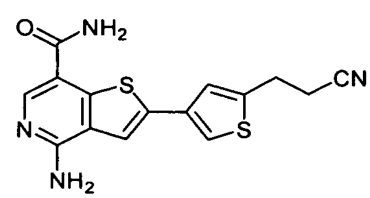
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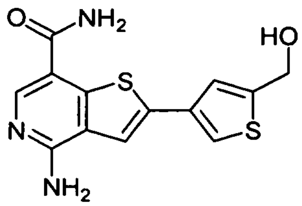
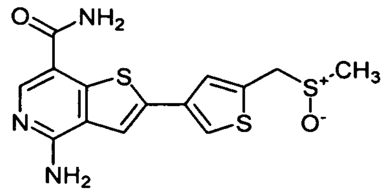
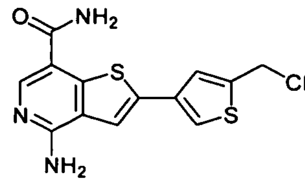
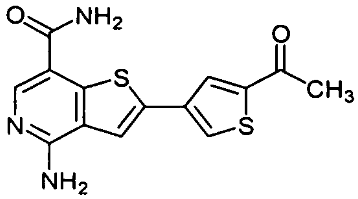
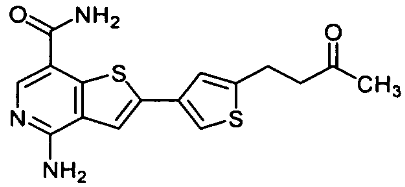
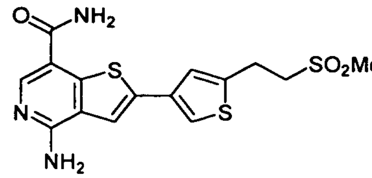
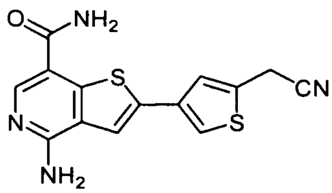
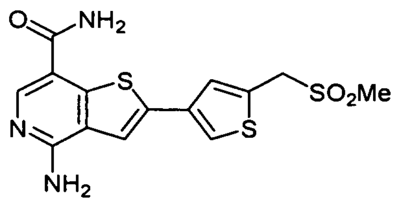
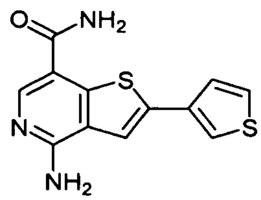
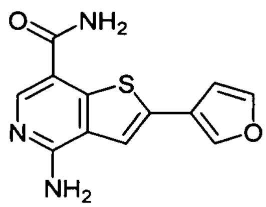
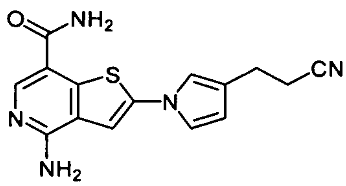
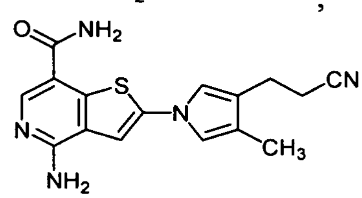
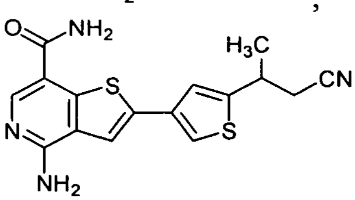
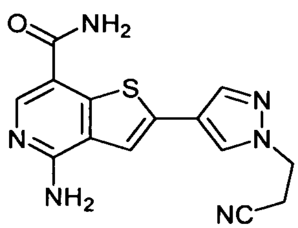
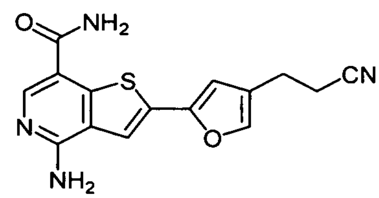
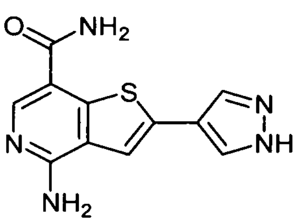
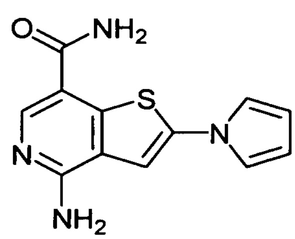
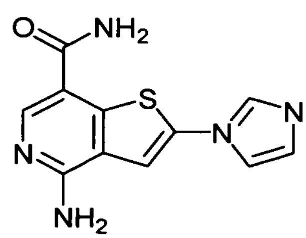
 ,
 ,
 ,

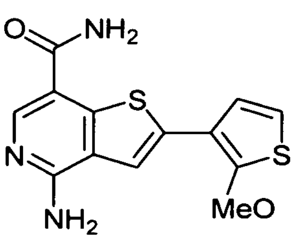
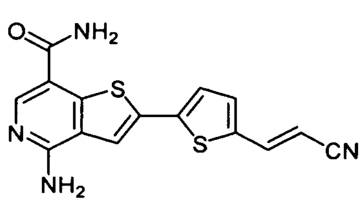
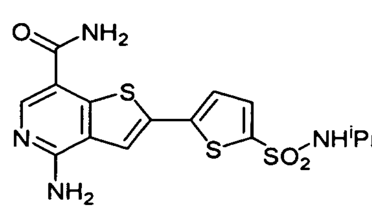
 ,
 ,
 ,

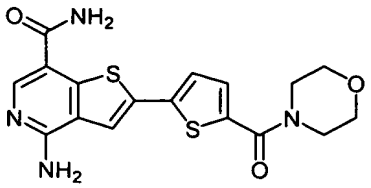
 ,
 ,
 ,

 ,
 ,
 ,

 ,
 ,
 ,

 ,
 ,
 ,

 ,
 ,
 ,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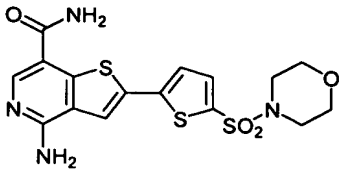
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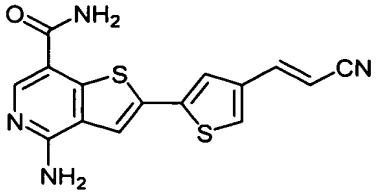
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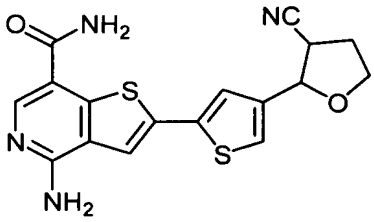
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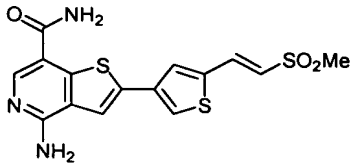
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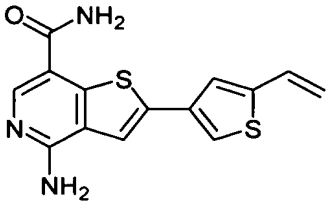
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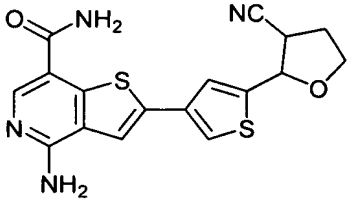
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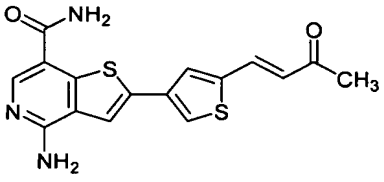
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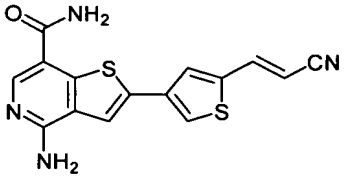
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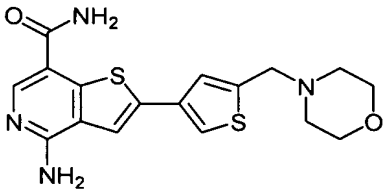
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